

Bajwa Najabat H.  
Form 4  
May 06, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bajwa Najabat H.

2. Issuer Name and Ticker or Trading Symbol  
MINDSPEED TECHNOLOGIES, INC [MSPD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
4000 MACARTHUR BLVD., EAST TOWER

3. Date of Earliest Transaction (Month/Day/Year)  
05/04/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

NEWPORT BEACH, CA 92660

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 05/04/2011                           |  | M                              | 2,500 A   | \$ 3.96 65,250  | D  |                                   |
| Common Stock                    | 05/04/2011                           |  | M                              | 8,333 A   | \$ 2.12 73,583  | D  |                                   |
| Common Stock                    | 05/04/2011                           |  | M                              | 6,250 A   | \$ 4.36 79,833  | D  |                                   |
| Common Stock                    | 05/04/2011                           |  | S                              | 2,500 D   | \$ 8.59 (1) 77,333  | D  |                                   |
| Common Stock                    | 05/04/2011                           |  | S                              | 8,333 D   | \$ 8.557 69,000   | D  |                                   |

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|              |            |   |       |   |                        |        |   |                                   |
|--------------|------------|---|-------|---|------------------------|--------|---|-----------------------------------|
| Common Stock | 05/04/2011 | S | 6,250 | D | <u>(2)</u><br>\$ 8.569 | 62,750 | D |                                   |
| Common Stock | 05/05/2011 | S | 4,928 | D | <u>(3)</u><br>\$ 8.65  | 0      | I | By Savings Plan - MSPD <u>(4)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 3.96  | 05/04/2011                           |  | M                              | 2,500   | 08/14/2009 08/14/2016                                    | Common Stock  | 2,500                         |
| Stock Option (Right to Buy)                | \$ 2.12  | 05/04/2011                           |  | M                              | 8,333   | 04/30/2010 04/30/2017                                    | Common Stock  | 8,333                         |
| Stock Option (Right to Buy)                | \$ 4.36  | 05/04/2011                           |  | M                              | 6,250   | 02/20/2010 11/20/2017                                    | Common Stock  | 6,250                         |

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director   10% Owner   Officer   Other

Bajwa Najabat H.  
4000 MACARTHUR BLVD., EAST TOWER  
NEWPORT BEACH, CA 92660

Senior Vice President

## Signatures

/s/ Ambra R. Roth,  
Attorney-in-fact

05/06/2011

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - (1) The price in Column 4 is a weighted average price. The prices actually received ranged from \$8.585 to \$8.600. The reporting person will provide to the Company, any security holder of the Company, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
  - (2) The price in Column 4 is a weighted average price. The prices actually received ranged from \$8.545 to \$8.580. The reporting person will provide to the Company, any security holder of the Company, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
  - (3) The price in Column 4 is a weighted average price. The prices actually received ranged from \$8.560 to \$8.580. The reporting person will provide to the Company, any security holder of the Company, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
  - (4) Shares represented by Company stock fund units under the Mindspeed Technologies, Inc. Savings Plan which were acquired on a periodic basis pursuant to the Plan, based on the latest information furnished by the Plan Administrator. The shares represented by Company stock fund units under the Plan are held in the employee benefit plan trust established thereunder.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.